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THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1264.
FILED, FEBRUARY 18th, 1965.

NOTE: THIS FILING STATEMENT
REPLACES PREVIOUSLY PUBLISHED
FILING STATEMENT NO. 1264.

COPPER-MAN MINES LIMITED

Full corporate name of Company
Incorporated under The Companies Act, Province of Ontario by
Letters Patent dated April 21st, 1920.
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous
FILING STATEMENT Filing Statement No. 902, and
Amending Filing Statement No. 140.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	To reflect: (a) Change in Board of Directors (b) Proposed Underwriting and Option of Treasury shares (See Items 6 and 7) (c) Sale of certain securities owned by the Company (See Item 20)																					
2. Head office address and any other office address.	Suite 419, 62 Richmond Street West, Toronto, Ontario; to be removed to Suite 603, 67 Richmond Street West, Toronto, Ontario.																					
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>The present Board of Directors are:</p> <table><tr><td>President and Director</td><td>Edward Charles Raaflaub, 933 St. Clair Avenue East, Toronto, Ontario, Accountant.</td></tr><tr><td>Vice-President and Director</td><td>William David Paterson, 115 Winston Park Blvd., Downsview, Ontario, Accountant.</td></tr><tr><td>Secretary-Treasurer and Director</td><td>James Murray Anderson, 30 Bayview Ridge, Willowdale, Ontario, Corporate Secretary.</td></tr><tr><td>Director</td><td>Pryce Glover, 2001 Yonge Street, Toronto, Ontario, Proprietor, Pryce Glover Hardware.</td></tr><tr><td>Director</td><td>Fred Jackson McCullough, Apt. 310, 470 Dundas Street East, Toronto, Ontario, Manager, Alboma Bowling, Elliot Lake, Ontario. Night Manager, Bay Adelaide Garage, 65 Adelaide Street West, Toronto, Ontario.</td></tr></table> <p>Upon acceptance of this Filing Statement the Board of Directors will be composed of the following:</p> <table><tr><td>President and Director</td><td>Harold D'Arcy Baker, 49 Glen Elm Avenue, Toronto, Ontario, Life Underwriter, Retired.</td></tr><tr><td>Secretary-Treasurer and Director</td><td>Elmer Franklin Furniss, 38 Marydon Cres., Agincourt, Ontario, Accountant.</td></tr><tr><td>Director</td><td>Colonel George Reade, R.R.#3, King, Ontario, Public Relations Officer.</td></tr><tr><td>Director</td><td>Harry Archibald Kaufman, 38 Kilbarry Road, Toronto, Ontario, Gift Products Company, Proprietor.</td></tr><tr><td>Director</td><td>Daniel Berman, 330 Homewood Avenue, Willowdale, Ontario, Manufacturer's Representative</td></tr></table>		President and Director	Edward Charles Raaflaub, 933 St. Clair Avenue East, Toronto, Ontario, Accountant.	Vice-President and Director	William David Paterson, 115 Winston Park Blvd., Downsview, Ontario, Accountant.	Secretary-Treasurer and Director	James Murray Anderson, 30 Bayview Ridge, Willowdale, Ontario, Corporate Secretary.	Director	Pryce Glover, 2001 Yonge Street, Toronto, Ontario, Proprietor, Pryce Glover Hardware.	Director	Fred Jackson McCullough, Apt. 310, 470 Dundas Street East, Toronto, Ontario, Manager, Alboma Bowling, Elliot Lake, Ontario. Night Manager, Bay Adelaide Garage, 65 Adelaide Street West, Toronto, Ontario.	President and Director	Harold D'Arcy Baker, 49 Glen Elm Avenue, Toronto, Ontario, Life Underwriter, Retired.	Secretary-Treasurer and Director	Elmer Franklin Furniss, 38 Marydon Cres., Agincourt, Ontario, Accountant.	Director	Colonel George Reade, R.R.#3, King, Ontario, Public Relations Officer.	Director	Harry Archibald Kaufman, 38 Kilbarry Road, Toronto, Ontario, Gift Products Company, Proprietor.	Director	Daniel Berman, 330 Homewood Avenue, Willowdale, Ontario, Manufacturer's Representative
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4. Share capitalization showing authorized and issued and outstanding capital.	The Company has an authorized capital of 5,000,000 shares of the par value of \$1.00 each of which there are issued and outstanding 3,904,168 shares.																					
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None																					

<p>6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.</p>	<p>By Agreement dated February 16th, 1965, W.D. Latimer Co. Limited, 244 Bay Street, Toronto, Ontario, acting solely on behalf of Richfield Securities Limited, 244 Bay Street, Toronto, Ontario, as to a 50% interest, and Skipper Investments Limited, 67 Richmond Street West, Toronto, Ontario, as to the remaining 50% interest, has agreed to purchase 300,000 shares of the capital stock of the Company at 15¢ per share, payable upon acceptance by the Toronto and Canadian Stock Exchanges of a filing statement reflecting the terms of this Agreement, and an exemption by the Quebec Securities Commission of the filing of a Prospectus with that Commission (the latter of which acceptances and exemption shall be hereinafter referred to as the "effective date"). In consideration of such purchase the Company has agreed to grant to the Underwriter, acting as aforesaid, options to purchase all or any part of a further 700,000 shares of the capital stock of the Company, being 100,000 shares at 15¢ per share and three (3) blocks of 200,000 shares each at 20¢, 25¢ and 30¢ per share, payable within 3, 6, 9 and 12 months respectively from the effective date.</p> <p>The following persons hold a greater than 5% interest in Richfield Securities Limited: Mrs. Beatrice Latimer, Miss Jane Latimer, Miss Anne Latimer, all of 27 Edgewood Road, Islington, Ontario, and Mrs. Audrey MacGregor, 12 Glen Manor Drive, Toronto, Ontario.</p> <p>The following persons hold a greater than 5% interest in Skipper Investments Limited: Bernice Bregman, 11 Model Avenue, Downsview, Ontario, and Morley Distin, 1 Model Avenue, Downsview, Ontario.</p>
<p>7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.</p>	<p>Reference is made to Item 6. hereof</p>
<p>8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.</p>	<p>None</p>
<p>9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>The new management proposes to re-assess the holdings on the Company and carry on such exploration and development work as may be recommended by its consultants. Proceeds received from the sale of treasury shares will be spent for this purpose and general administration, and for no other purpose unless the details of such purpose have been accepted for filing by the Toronto and Canadian Stock Exchanges.</p>
<p>10. Brief statement of company's chief development work during past year.</p>	<p>The Company has been inactive during the past year.</p>
<p>11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.</p>	<p>N/A</p>
<p>12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.</p>	<p>N/A</p>
<p>13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.</p>	<p>121,500 shares of the capital stock of the Company are held in escrow with the Eastern & Chartered Trust Company, 1901 Yonge Street, Toronto, Ontario, subject to release, transfer, alienation or hypothecation on the written consent of the Toronto and Canadian Stock Exchanges and the Board of Directors of the Company.</p>
<p>14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)</p>	<p>Simpson Gold Mines Limited is the beneficial owner of the said 121,500 escrowed shares, and subject to the acceptance of this Filing Statement by the Toronto and Canadian Stock Exchanges, will sell these shares to Janlee Explorations Limited, 67 Richmond Street West, Toronto, Ontario, for the sum of \$20,000.00.</p> <p>Janlee Explorations Limited is a public company. The only person holding a greater than 5% interest in the Company is Hillmount Investments Limited, 67 Richmond Street West, Toronto, Ontario, which in turn is controlled by Harry P. Bregman, 11 Model Avenue, Downsview, Ontario, and Ethel Mondrow, 7 Sanfield Road, Willowdale, Ontario.</p>

FINANCIAL STATEMENTS

COPPER-MAN MINES LIMITED

BALANCE SHEET

DECEMBER 31, 1964

ASSETS

Cash	\$	2.17	\$	
Prepaid Expenses		<u>18.75</u>		20.92
Investments in other Companies, Listed stocks at cost, (Market value \$4,250.00)		3,400.00		
Other stocks at cost less amounts written off,		<u>40,083.01</u>		43,483.01
Mining properties, at the value placed on the share consideration given therefor and cash payments less the cost of claims abandoned,				133,754.10
Buildings at nominal value				1.00
Deferred Expenses, Exploration, development and administrative expenses, schedule,				402,950.51
				<u>\$580,209.54</u>

LIABILITIES

Loans and Advances Payable,	\$	2,762.11		
Accounts Payable and Sundry accruals		<u>2,780.90</u>	\$	5,543.01

SHAREHOLDERS' EQUITY

Capital Stock:

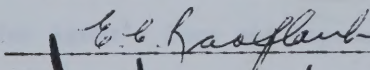
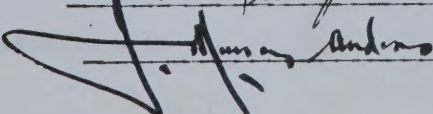
Authorized: 5,000,000 shares of the par value of 1.00

Issued:	3,904,168 shares	\$3,904,168.00
Less discount,		<u>2,496,207.90</u>
		1,407,960.10

Deficit Account:

Balance, September 30, 1964,	<u>833,293.57</u>	574,666.53
		<u>\$580,209.54</u>

APPROVED ON BEHALF OF THE BOARD

 Director
 Director

COPPER-MAN MINES LIMITED

STATEMENT OF DEFICIT

Year ended September 30, 1964

Deficit at beginning of year		\$811,954.56
Add:		
Loss on sale of investments	\$ 14,544.66	
Write down of buildings to nominal value	<u>6,809.09</u>	<u>21,353.75</u>
		833,308.31
<u>Deduct</u> Interest earned		<u>14.74</u>
<u>Deficit at end of year</u>		<u><u>\$833,293.57</u></u>

STATEMENT OF DEFERRED CHARGES

for the three months ended December 31, 1964

Exploration and Development

Balance at beginning of period,	\$349,457.92	
Add expenses during period,	<u>161.00</u>	
		\$349,618.92
Government fees	<u>\$161.00</u>	

Administrative Expenses

Balance at beginning of period,	\$ 52,111.97	
Add expenses during period,	<u>1,219.62</u>	
		\$ 53,331.59
Directors' fees	\$225.00	
Secretarial & accounting	300.00	
Legal	37.60	
Shareholders' information & publicity	637.35	
Miscellaneous	<u>19.67</u>	

<u>Deferred charges at end of period</u>		<u><u>\$402,950.51</u></u>
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COPPER-MAN MINES LIMITED

STATEMENT OF DEFERRED CHARGES

Year ended September 30, 1964

Exploration and development:

Balance at beginning of year	\$315,487.48	
Assaying	727.56	
Close down	346.00	
Compressed air	1,467.73	
Diamond Drilling	10,185.67	
Engineers' and geologists' fees and expenses	3,321.82	
Equipment rental and maintenance	875.56	
General exploration	4,020.00	
Government fees and taxes	389.39	
Heat	253.42	
Insurance	258.92	
Property Maintenance	422.18	
Property rental	1,000.00	
Supervision	3,139.60	
Supplies	1,001.61	
Travel	796.70	
Truck expense	217.10	
Wages	5,356.52	
Miscellaneous	<u>190.66</u>	349,457.92

Administration and general:

Balance at beginning of year	\$ 46,629.80	
Administration	1,200.00	
Government fees and taxes	117.00	
Legal and audit	600.00	
Listing fees and expenses	1,024.70	
Shareholders' information and publicity	858.43	
Transfer Agent's fees and expenses	1,473.23	
Miscellaneous	<u>208.81</u>	<u>52,111.97</u>

Deferred charges at end of year

\$401,569.89

COPPER-MAN MINES LIMITED

**Statement of Source and Application of Funds
for the fiscal year ended September 30, 1964**

Source of Funds

By revenue from sale of Buildings,	\$ 250.00	
By revenue from sale of investments	10,905.64	
By sale of 200,000 shares of Capital Stock @12-1/2¢	25,000.00	
By interest earned	14.74	\$ 36,170.38

Application of Funds

Administrative Expenses	\$33,970.44	
Exploration and development	5,482.17	\$ 39,452.61

Deficiency in Working Capital during period

\$ 3,282.23

	Sept. 30 1963	Sept. 30 1964
Current Assets	\$6,384.01	\$ 387.51
Current Liabilities	6,083.25	3,368.98
Working capital, September 30, 1963	\$ 300.76	
Deficiency in Working capital September 30, 1964		\$2,981.47
Less Deficiency in Working Capital during period as above.		3,282.23
	\$ 300.76	\$ 300.76

**Statement of Source and Application of Funds
for the three months period ended December 31, 1964**

Source of funds

By loans and sundry advances	\$ 2,762.11	
By decrease in accounts receivable	320.04	
By decrease in prepaid expenses	7.52	
		\$ 3,089.67

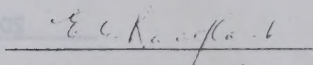
Application of funds

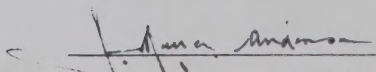
Costs of restaking mining claims	\$ 1,160.00	
Administrative expenses	1,219.62	
Exploration and development charges	161.00	
Decrease in accounts payable	588.08	
		\$ 3,128.70
		\$ 39.03

Cash

September 30, 1964	\$ 41.20
December 31, 1964	2.17

Approved on behalf of the Board


Director


Director

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	D. Martin, Suite 600, 250 University Avenue, Toronto, Ontario. J.P.Cannon & Co. Limited, 372 Bay Street, Toronto, Ontario. Drepper, Dobie & Company Ltd., 25 Adelaide Street West, Toronto, Ontario. Doherty Roadhouse & McCuaig Bros., 335 Bay Street, Toronto, Ontario. Davidson and Company, 25 Adelaide Street West, Toronto, Ontario . The above are, of record, the largest shareholders. The Company is not aware of the beneficial ownership of these shares, save that 121,500 escrowed shares in the name of D. Martin are beneficially owned by Simpson Gold Mines Limited, Suite 600, 250 University Avenue, Toronto 1, Ontario.	295,400 shares (121,500 escrowed)
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DATED February 16th, 1965.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

COPPER-MAN MINES LIMITED

"E. C. Reaflaub"

CORPORATE
SEAL

"J. M. Anderson"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

W.D. LATIMER CO. LIMITED

"D. G. MacGregor"

